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March 23, 1993

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, NW, Room 222
Washington, DC 20554

Re: Notification of Permitted Ex Parte Presentation
MM Docket Nos. 92-265 and 92-266

Dear Ms. Searcy:

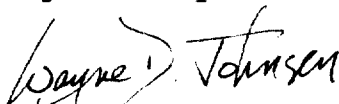
Discovery Communications, Inc. ("Discovery"), by its attorneys and pursuant to Section 1.1206(a)(2) of the Commission's rules, hereby submits an original and one copy of this memorandum regarding a permitted ex parte presentation to the Commission's staff regarding MM Docket Nos. 92-265 and 92-266.

On Monday, March 22, 1993, at approximately 2:30 p.m., Philip V. Permut, of this firm, along with Ruth Otte, Judith McHale, Gregory Durig and Barbara Wellbery, of Discovery, met with Byron Marchant of Commissioner Barrett's office. The discussion related to Discovery's comments and reply comments filed in response to the Notices of Proposed Rule Making in MM Docket Nos. 92-265, FCC 92-543 (rel. Dec. 24, 1992) and 92-266, FCC 92-544 (rel. Dec. 24, 1992), which sought comment on the implementation of various

Ms. Donna R. Searcy
March 23, 1993
Page 2

Kindly direct any questions regarding this matter to
the undersigned.

Respectfully submitted,


Wayne D. Johnsen

WDJ/rr
cc: John C. Hollar, Esq.

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THE LEARNING CHANNEL AFFILIATE RATE CARDRATE/SUB/MONTH CHARGES
FOR SUBSCRIBERS:

	<u>1992</u>	<u>1993</u>	<u>1994</u>	<u>1995</u>	<u>1996</u>
1-199,000	\$0.070	\$0.085	\$0.095	\$0.110	\$0.125
200,000-599,000	\$0.065	\$0.080	\$0.090	\$0.105	\$0.120
600,000-999,000	\$0.060	\$0.075	\$0.085	\$0.100	\$0.115
1,000,000-And Above	\$0.055	\$0.070	\$0.080	\$0.095	\$0.110
Charter Discount/Sub/Mo.	\$0.035	\$0.040	\$0.045	\$0.050	\$0.055

OFFICE OF THE SECRETARY

FOOTNOTES TO TLC RATE CARD

- (1) Rates shown above are applicable to systems that carry TLC on their basic tier. Tiering surcharges will be assessed to compensate for lost affiliate and ad revenue if certain system penetration levels are not achieved. Each system's net effective rate will be multiplied by factors shown in the following table:
- (2) Subscribers in newly launched cable systems through 1993 are free for a period of twelve months. Subscribers launched in 1994, 1995, and 1996 will be free until the end of that year.
- (3) Affiliate agrees to package TLC with a minimum of 5 other 24-hour, ad-supported cable networks carried in their entirety.

SYSTEM PENETRATION:

	<u>1992</u>	<u>1993</u>	<u>1994</u>	<u>1995</u>	<u>1996</u>
85%-100%	1.00	1.00	1.00	1.00	1.00
80%-84%	1.00	1.00	1.00	1.12	1.12
75%-79%	1.00	1.00	1.12	1.27	1.27
70%-74%	1.00	1.12	1.27	1.43	1.43
65%-69%	1.12	1.27	1.43	1.61	1.61
60%-64%	1.27	1.43	1.61	1.83	1.83
55%-59%	1.43	1.61	1.83	2.10	2.10
50%-54%	1.61	1.83	2.10	2.40	2.40
40%-49%	2.10	2.40	2.55	2.78	2.78
30%-39%	3.00	3.30	3.60	3.85	3.85
20%-29%	4.40	5.00	5.40	5.80	5.80
10%-19%	8.33	9.00	9.66	10.33	10.33
5%-9%	16.00	18.00	19.50	21.00	23.50

In the event system penetration is below 5%, the following minimum payments per basic subscriber will be charged.....

	\$0.035	\$0.050	\$0.065	\$0.085	\$0.110
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FEDERAL BUREAU OF INVESTIGATION
OFFICE OF THE ATTORNEY GENERAL

DISCOVERY COMMUNICATIONS

Presentation to the Federal Communications Commission

TABLE OF CONTENTS

I.	Overview	p . 1
II.	Importance of Volume	p. 4
III.	Affiliate Rate Card History	p. 9
IV.	Rate Regulation	p. 22
V.	Recap	p. 31
VI.	Proposed Solutions	p. 34
VII.	General Information on The Discovery Channel & The Learning Channel	p. 37

OVERVIEW:

THE DISCOVERY CHANNEL

AND

THE LEARNING CHANNEL

DISCOVERY AND LEARNING

- "Edutainment"
- Films and Documentaries that Educate and Entertain

THE DISCOVERY CHANNEL: 60 MILLION HOMES

Documentaries on nature, the environment, science & technology, human adventure, history & exploration.

THE LEARNING CHANNEL: 20 MILLION HOMES

Films, series, & documentaries on history, science, civilization. Plus how to's from experts on cooking

IMPORTANCE OF VOLUME

WHY VOLUME IS CRITICAL TO ADVERTISING BASED SERVICES:

- AD REVENUE VARIES IN DIRECT PROPORTION TO THE NUMBER OF VIEWERS.
- EACH AD BUY PROMISES A SPECIFIC NUMBER OF VIEWERS.
- THE NUMBER OF VIEWERS IS DERIVED FROM 2 SOURCES:
 - COVERAGE: TOTAL NUMBER OF HOMES THAT CAN RECEIVE YOUR SERVICE
 - RATING: THE PERCENT THAT ACTUALLY WATCH
- THE MORE SUBSCRIBERS WHO CAN RECEIVE YOUR SERVICE, THE MORE POTENTIAL VIEWERS (ASSUMING YOU CAN ENTICE THE SAME PERCENTAGE TO WATCH):
 - $20\text{M SUBS} \times 1 \text{ RATING} = 200,000 \text{ VIEWERS}$
 - $60\text{M SUBS} \times 1 \text{ RATING} = 590,000 \text{ VIEWERS}$

WHY VOLUME IS CRITICAL TO ADVERTISING BASED SERVICES CONT...

A CURRENT "REAL WORLD" EXAMPLE:

TLC: 20M SUBS X .2 RATING = 40,000 VIEWERS

TDC: 60M SUBS X .6 RATING = 360,000 VIEWERS

IMPACT ON AD REVENUE OF LOWER SUBS AND LOWER RATINGS IS SUBSTANTIAL:

TLC AD REVENUE PER VIEWER = \$150

\$150 X 40,000 VIEWERS = \$6 MILLION

AVERAGE UNIT RATE: \$60

TDC AD REVENUE PER VIEWER = \$266

\$266 X 360,000 VIEWERS = \$96 MILLION

AVERAGE UNIT RATE \$750

THE CRUCIAL CONNECTION BETWEEN SUBSCRIBER NUMBERS AND AD SALES REVENUE

OUR OPERATING PHILOSOPHY

- Because two things determine Ad revenue, total homes who can see our services and the percent who actually watch, we have 2 fundamental strategies:
 1. Incent "everyone" (cable, SMATV, MMDS, etc) to make our services available to the largest number of homes.
 2. Invest in programming. Constantly enhance program quality so people "tune in" and watch.

AFFILIATE RATE CARD HISTORY

AFFILIATE RATE CARD HISTORY

1986

- WE HAD 7 MILLION SUBS
- ALL FREE, NO LICENSE FEES, NO AFFILIATE REVENUE STREAM
- NO AD SALES, TOO SMALL TO BE METERED BY NIELSEN
- TRANSLATE - LOSING A LOT OF MONEY
- NO PROSPECT OF A FUTURE VIABLE BUSINESS WITHOUT AFFILIATE REVENUE AND AD REVENUE
- WE HAD TO INCENT DISTRIBUTION TO ACHIEVE BOTH AD AND AFFILIATE REVENUE

OUR INITIAL STRATEGY:

ANYONE WHO RIPPED UP A FREE AGREEMENT AND PROMISED TO CARRY OUR SERVICE WAS GIVEN LOWER FUTURE RATES OVER A PERIOD OF YEARS.

TO QUALIFY, AFFILIATES HAD TO TEAR UP FREE AGREEMENTS AND SIGN UP AS A "CHARTER AFFILIATE" BY DECEMBER 1987. BEING A CHARTER AFFILIATE GAVE YOU:

- LOW RATES IN THE FUTURE**
- SMALL VOLUME DISCOUNTS TO "DRIVE" RAPID SYSTEM LAUNCHES.**
- ADVERTISING "REBATES" IF CARRIAGE BENCHMARKS WERE MET**

DISCOVERY CHARTER DISCOUNT RATE CARD

	1992	1993	1994	1995	1996
Up to 99,999 Plus	11.0¢	13.0¢	15.0¢	17.0¢	19.5¢
100,000 to 199,999 Plus	10.5¢	12.5¢	14.5¢	16.5¢	19.0¢
200,000 to 399,999 Plus	10.0¢	12.0¢	14.0¢	16.0¢	18.5¢
400,000 to 799,999 Plus	9.5¢	11.5¢	13.5¢	15.5¢	18.0¢
800,000 to 1,599,999 Plus	9.0¢	11.0¢	13.0¢	15.0¢	17.5¢
1,600,000 to 3,199,999 Plus	8.5¢	10.5¢	12.5¢	14.5¢	17.0¢
Above 3,200,000	8.0¢	10.0¢	12.0¢	14.0¢	16.5¢

Discovery Has 3 Categories of Affiliate Agreements All Based on Historical Circumstances

Total number Discovery subs	Category	Explanation
46.6 M	Pre-Jan 1988- Charter Affiliates	Charter Discounts granted: chose to terminate free agreements in exchange for long term favorable rates. Includes cable & SMATV
6.8 M	Post-Jan 1988- Noncharter & New Affiliates	Chose <u>NOT</u> to terminate free agreements in exchange for long term favorable rates. Includes cable, SMATV & MMDS
.8 M	TVRO	Did not pay us until we scrambled in Sept 1990

THE "NONCHARTER" & NEW AFFILIATE RATE CARD

1988-1993:

As "free" agreements expired for those affiliates who did not take advantage of the 1987 offer, a new "higher priced" rate card became effective. Key features of this rate card (shown on the next page) are:

- a higher top of rate card than that offered in 1987
- discounts based on volume in order to "drive" rapid system "launches"
- no ad sales "rebate"

DISCOVERY "NONCHARTER" & NEW AFFILIATE RATE CARD

<u>FOR EACH AFFILIATE</u>		<u>FEE PER TDC SUBSCRIBER PER MONTH</u>		
TDC Subscriber		1993	1994	1995
0	- 999 Plus	23.0¢	24.0¢	25.0¢
1,000	- 4,999 Plus	22.0¢	23.0¢	24.0¢
5,000	- 9,999 Plus	21.0¢	22.0¢	23.0¢
10,000	- 19,999 Plus	20.0¢	21.0¢	22.0¢
20,000	- 29,999 Plus	19.0¢	20.0¢	21.0¢
30,000	- 39,999 Plus	18.0¢	19.0¢	20.0¢
40,000	- 49,999 Plus	17.0¢	18.0¢	19.0¢
50,000	- 99,999 Plus	16.5¢	17.5¢	18.5¢
100,000	- 199,999 Plus	16.0¢	17.0¢	18.0¢
200,000	- 399,999 Plus	15.5¢	16.5¢	17.5¢
400,000	- 799,999 Plus	15.0¢	16.0¢	17.0¢
800,000	- 1,599,999 Plus	14.5¢	15.5¢	16.5¢
1,600,000	+ Plus	14.0¢	15.0¢	16.0¢

DISCOVERY RATE CARD OPERATING PRINCIPLES

- . FAIRNESS ACROSS ALL CABLE MSO'S AND SMATV/MMDS OPERATORS IS OUR CARDINAL RULE**
- . MUST BE ABLE TO "LOOK EVERYONE IN THE EYE"**
- . VOLUME IS FAIR BECAUSE IT DIRECTLY DETERMINES AD REVENUE**

**DISCOVERY DOES NOT FAVOR ITS OWNERS BECAUSE WE
CANNOT SURVIVE IF WE ONLY HAVE THEIR SUBSCRIBERS**

- . Owners pay on same rate card as everyone else**
- . Many MSOs pay less than Cox and Newhouse**
- . No exclusivity agreements in their territories (or anywhere)**
- . No extra marketing**
- . Discovery licensed alternate technology (except TVROs) at the same rate card as cable operators**

DISCOVERY RATES FOR TOP 15 MSOs

SYSTEM NAME	TDC SUBS	NET RATE SUB/MONTH
TCI	12,394,126	8.8¢
ATC/PARAGON	6,718,018	9.0¢
CONTINENTAL	2,847,529	9.6¢
COMCAST	2,370,738	9.7¢
CABLEVISION SYSTEMS	2,000,711	9.8¢
COX CABLE	1,708,978	10.0¢
NEWHOUSE	1,312,000	10.1¢
JONES INTERCABLE	1,206,051	10.1¢

THE TVRO RATE CARD:

DISCOVERY'S PENETRATION BY TECHNOLOGY

<u>CATEGORY</u>	<u>UNIVERSE</u>	<u>12/92 DSC SUBS</u>	<u>%</u>
CABLE	62,000K	59,000K	95%
SMATV	830K	553K	<u>66% - 80%</u>
MMDS	282K	232K	82%
PAYING TVRO	1032K	832K	81%
TOTAL ALTERNATE TECHNOLOGIES	2144K	1617K	75%